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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

MAR 27 2 50 PM '97

March 27, 1997

RECORDATION No. 20403 -  
Filed pursuant to the K, L, M, N,  
of Section 20403  
O, P

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of each of the six documents described below, to be recorded pursuant to 49 U.S.C. §11303.

I. The first document is an **Assignment and Assumption Agreement**, a secondary document, dated as of February 21, 1997. The primary document to which this is connected is recorded under Recordation No. 20403. We request that this document be recorded under Recordation No. **20403-K**.

The names and addresses of the parties to the Assignment and Assumption Agreement are as follows:

Assignor:

American Finance Group, Inc.  
24 School Street  
Boston, MA 02108

Assignee:

AFG/EIREANN Limited Partnership II  
c/o American Finance Group, Inc.  
24 School Street  
Boston, MA 02108

Honorable Vernon A. Williams

March 27, 1997

Page 2

A description of the equipment covered by the document consists of consists of two 53' articulated five platform TOFC spine cars numbered CR 790088 and 790089.

II. The second document is a **Bill of Sale**, a secondary document, dated February 21, 1997. The primary document to which this is connected is recorded under Recordation No. 20403. We request that this document be recorded under Recordation No. **20403-L**.

The name and address of the party to the Bill of Sale is:

Seller:

American Finance Group, Inc.  
24 School Street  
Boston, MA 02108

A description of the equipment covered by the document consists of consists of two 53' articulated five platform TOFC spine cars numbered CR 790088 and 790089.

III. The third document is an **Assignment Agreement**, a secondary document, dated as of February 21, 1996. The primary document to which this is connected is recorded under Recordation No. 20403. We request that this document be recorded under Recordation No. **20403-M**.

The names and addresses of the parties to the Assignment Agreement are as follows:

Assignor:

AFG/EIREANN Limited Partnership II  
c/o American Finance Group, Inc.  
24 School Street  
Boston, MA 02108

Honorable Vernon A. Williams  
March 27, 1997  
Page 3

Assignee:

Cantrip Investments Limited  
c/o IIBU Fund II PLC  
IFSC House  
International Financial Services Centre  
Custom House Docks  
Dublin 1, Ireland

A description of the equipment covered by the document consists of consists of two 53' articulated five platform TOFC spine cars numbered CR 790088 and 790089.

IV. The fourth document is a **Bill of Sale**, a secondary document, dated February 21, 1997. The primary document to which this is connected is recorded under Recordation No. 20403. We request that this document be recorded under Recordation No. **20403-N**.

The name and address of the party to the Bill of Sale is:

Seller:

AFG/EIREANN Limited Partnership II  
c/o American Finance Group, Inc.  
24 School Street  
Boston, MA 02108

A description of the equipment covered by the document consists of consists of two 53' articulated five platform TOFC spine cars numbered CR 790088 and 790089.

V. The fifth document is an **Assignment Agreement**, a secondary document, dated as of February 21, 1997. The primary document to which this is connected is recorded under Recordation No. 20403. We request that this document be recorded under Recordation No. **20403-O**.

The names and addresses of the parties to the Assignment Agreement are as follows:

Honorable Vernon A. Williams

March 27, 1997

Page 4

Assignor:

Cantrip Investments Limited  
c/o IIBU Fund II PLC  
IFSC House  
International Financial Services Centre  
Custom House Docks  
Dublin 1, Ireland

Assignee:

IIBU Fund II PLC  
IFSC House  
International Financial Services Centre  
Custom House Docks  
Dublin 1, Ireland

A description of the equipment covered by the document consists of consists of two 53' articulated five platform TOFC spine cars numbered CR 790088 and 790089.

VI. The sixth document is a **Bill of Sale**, a secondary document, dated February 21, 1997. The primary document to which this is connected is recorded under Recordation No. 20403. We request that this document be recorded under Recordation No. **20403-P**.

The name and address of the party to the Bill of Sale is:

Seller:

Cantrip Investments Limited  
c/o IIBU Fund II PLC  
IFSC House  
International Financial Services Centre  
Custom House Docks  
Dublin 1, Ireland

A description of the equipment covered by the document consists of consists of two 53' articulated five platform TOFC spine cars numbered CR 790088 and 790089.

Honorable Vernon A. Williams

March 27, 1997

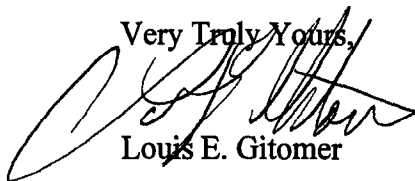
Page 5

A fee of \$144.00 is enclosed. Please return the original of each of the six documents to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) an Assignment and Assumption Agreement between American Finance Group, Inc., 24 School Street, Boston, MA 02108, and AFG/EIREANN Limited Partnership II, c/o American Finance Group, Inc., 24 School Street, Boston, MA 02108; (2) a Bill of Sale by American Finance Group, Inc., 24 School Street, Boston, MA 02108; (3) an Assignment Agreement between AFG/EIREANN Limited Partnership II, c/o American Finance Group, Inc., 24 School Street, Boston, MA 02108, and Cantrip Investments Limited, c/o IIBU Fund II PLC, IFSC House, International Financial Services Centre, Custom House Docks, Dublin 1, Ireland; (4) a Bill of Sale by AFG/EIREANN Limited Partnership II, c/o American Finance Group, Inc., 24 School Street, Boston, MA 02108; (5) an Assignment Agreement between Cantrip Investments Limited, c/o IIBU Fund II PLC, IFSC House, International Financial Services Centre, Custom House Docks, Dublin 1, Ireland, and IIBU Fund II PLC, IFSC House, International Financial Services Centre, Custom House Docks, Dublin 1, Ireland; and (6) a Bill of Sale by Cantrip Investments Limited, c/o IIBU Fund II PLC, IFSC House, International Financial Services Centre, Custom House Docks, Dublin 1, Ireland, all covering two 53' articulated five platform TOFC spine cars numbered CR 790088 and 790089.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION No. 20403-L

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

MAR 27 2 50 PM '97

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS THAT AMERICAN FINANCE GROUP, INC (the "Seller"), for good and valuable consideration paid to it by AFG/EIREANN LIMITED PARTNERSHIP II (the "Purchaser"), does hereby grant, bargain, sell convey, transfer, assign and deliver unto Purchaser, its successors and assigns, all right, title and interest in and to the equipment (the "Equipment") described on the schedule attached hereto

TO HAVE AND TO HOLD all and singular the Equipment unto the Purchaser, its successors and assigns, to its and their own use and behalf forever

EXCEPT AS EXPRESSLY SET FORTH HEREIN, THE SELLER MAKES NO OTHER EXPRESS OR IMPLIED REPRESENTATIONS OR WARRANTIES OF ANY KIND, INCLUDING ANY REPRESENTATIONS OR WARRANTIES AS TO THE SELECTION, QUALITY OR CONDITION OF THE EQUIPMENT ITS MERCHANTABILITY, SUITABILITY OR FITNESS FOR A PARTICULAR PURPOSE, THE OPERATION OR PERFORMANCE OF THE EQUIPMENT OR THE MAINTENANCE THEREOF OR PATENT INFRINGEMENT OR THE LIKE THE EQUIPMENT IS BEING SOLD "AS IS" AND "WHERE IS" WITH ALL FAULTS THE PURCHASER ACKNOWLEDGES THAT IT HAS MADE THE SELECTION OF THE EQUIPMENT BASED ON ITS OWN JUDGMENT

AND Seller, for itself, its successors and assigns, does hereby represent and warrant to and covenant with Purchaser that at the time of the sale evidenced hereby, Seller has and hereby conveys to Purchaser good and marketable title to all the Equipment, free and clear of all liens and encumbrances (except for the leases of the Equipment described on the schedule attached hereto)

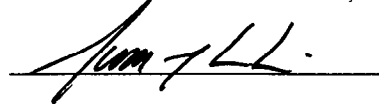
This instrument shall be governed and construed in accordance with the laws of the Commonwealth of Massachusetts

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed as an instrument under Seal this 21st day of February, 1997.

SELLER

AMERICAN FINANCE GROUP, INC

By



Title Vice President

  
NOTARY PUBLIC

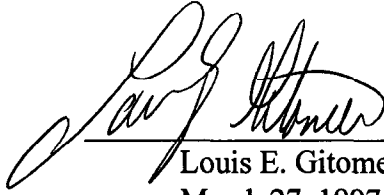
LISA G. RYAN  
Notary Public  
Comm. Expires Feb. 7, 2003

## SCHEDULE 1

Two model Q-153 53' articulated five platform TOFC spine cars numbered CR 790088 and 790089.

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale dated February 21, 1997, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
March 27, 1997